

BROOKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED

CIN: U67190MH2010PTC202800

Registered Office: Unit 1, 4th Floor, Godrej BKC, Bandra Kurla Complex, Mumbai, Maharashtra - 400051, India

Tel No.: +91 22 6600 0700 | Fax No.: +91 22 6600 0777 | Email: compliance@pipelineinvit.com

April 19, 2024

To
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
Maharashtra, India

Sub.: Quarterly Compliance Report on Corporate Governance

Ref.: (1) Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014
(2) SEBI Master Circular bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023
(3) India Infrastructure Trust (Scrip Code: 542543)

Sir/Madam,

Pursuant to regulation 26K of the SEBI (Infrastructure Investment Trusts) Regulations, 2014, read with the SEBI Master circular no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, we hereby submit the Compliance Report on Corporate Governance for India Infrastructure Trust ("Trust") for the quarter ended on March 31, 2024.

Further, the same is also available on the website of the Trust i.e. www.pipelineinvit.com

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private limited

(acting in its capacity as the Investment Manager of India Infrastructure Trust)



Vikas Prakash
Company Secretary & Compliance Officer

Encl: a/a

CC:
Axis Trustee Services Limited
The Ruby, 2nd Floor, SW, 29, Senapati Bapat
Marg, Dadar West, Mumbai – 400028 Maharashtra

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Quarterly Compliance Report on Corporate Governance

(Pursuant to Regulation 26K of the Securities and Exchange Board of India (Infrastructure Investments Trusts) Regulations, 2014)

1	Name of InvIT:	India Infrastructure Trust ("Trust")
2	Name of the Investment Manager:	Brookfield India Infrastructure Manager Private Limited ("Company")
3	Quarter ending:	31-03-2024

I. Composition of Board of Directors of the Investment Manager

Title (Mr./ Ms.)	Name of the Director	PAN ⁽¹⁾ & DIN	Category (Chairperson/Non-independent/Independent/ Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure ⁽²⁾ (In months)	No. of directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽³⁾	No. of Independent directorships in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽³⁾	No. of memberships in Audit/ Stakeholder Committee(s) in all Managers/Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁴⁾⁽⁵⁾ <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>	No. of posts of Chairperson in Audit / Stakeholder Committee(s) in all Managers / Investment Managers of REIT/InvIT and listed entities, including this Investment Manager ⁽⁴⁾ <i>(Refer Regulation 26G of the SEBI InvIT Regulations)</i>
Mr.	Prateek Shroff ⁽⁶⁾	09338823	Chairperson- Non-Independent	26-05-2023	-	-	-	2	-	1	-
Mr.	Arun Balakrishnan	00130241	Independent	01-06-2023	01-06-2023	-	10	2	2	5	3
Mr.	Akhil Mehrotra	07197901	Non-Independent	12-12-2023	-	-	-	1	-	2	-
Mr.	Varun Saxena	09797032	Non-Independent	12-12-2023	-	-	-	1	-	1	-
Mr.	Chaitanya Pande	06934810	Independent	12-12-2023	12-12-2023	-	3.20	1	1	2	-
Ms.	Kavita Venugopal	07551521	Independent	12-12-2023	12-12-2023	-	3.20	3	3	5	4

Whether regular Chairperson appointed: Yes

Whether Chairperson is related to Managing Director or CEO: No

Notes:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, PAN of any director would not be displayed on the stock exchange website. Hence, details w.r.t. PAN of the Directors have not been included in this Report.

(2) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, Tenure is provided only of Independent Directors and reflects total period from which Independent Director is serving on Board of the Investment Manager in continuity without any cooling off period, upto March 31, 2024 or date of cessation, whichever is earlier.

(3) No. of Directorships/Independent Directorships in Managers/Investment Managers of REIT/InvIT and equity listed entities, including this Investment Manager, has been considered for the purpose of disclosure.

(4) Pursuant to Regulation 26G of the SEBI InvIT Regulations, read with provisions of Regulation 26(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, while calculating the committee positions of the Directors, number of membership/chairpersonship in Audit/ Stakeholders' Relationship Committee(s) in all Managers/Investment Managers of REIT/InvIT (including this Investment Manager), listed and unlisted public companies (excluding public companies which are high value debt listed entities) have been considered.

(5) Number of memberships in Audit and Stakeholders' Relationship Committee includes chairpersonship, wherever applicable.

(6) Appointed as the Designated Chairperson of the Board w.e.f. Close of board meeting held on December 12, 2023.



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II. Composition of Committees

Name of Committee	Whether regular Chairperson appointed	Name of Committee members	Category (Chairperson/Non-Independent/independent/ Nominee)	Date of Appointment	Date of Cessation
Audit Committee	Yes	Ms. Kavita Venugopal	Chairperson - Independent	12-12-2023	-
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Chaitanya Pande	Independent	12-12-2023	-
Nomination and Remuneration Committee	Yes	Mr. Chaitanya Pande	Chairperson - Independent	12-12-2023	-
		Mr. Arun Balakrishnan ⁽¹⁾	Independent	01-06-2023	-
		Ms. Kavita Venugopal	Independent	12-12-2023	-
Risk Management Committee	Yes	Ms. Kavita Venugopal	Chairperson - Independent	12-12-2023	-
		Mr. Arun Balakrishnan	Independent	01-06-2023	-
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Chaitanya Pande	Independent	12-12-2023	-
		Mr. Varun Saxena	Non - Independent	12-12-2023	-
Stakeholders' Relationship Committee	Yes	Mr. Arun Balakrishnan ⁽¹⁾	Chairperson - Independent	01-06-2023	-
		Mr. Akhil Mehrotra	Non - Independent	12-12-2023	-
		Mr. Varun Saxena	Non - Independent	12-12-2023	-

Notes:

(1) Mr. Arun Balakrishnan has been re-designated from Chairperson to Member of Nomination and Remuneration Committee and from Member to Chairperson of Stakeholders' Relationship Committee w.e.f. December 12, 2023.

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Maximum gap between any two consecutive meetings (in number of days) ⁽¹⁾
08-11-2023	-	-	-	-	-
12-12-2023	-	-	-	-	-
-	05-01-2024	Yes	6	3	23
-	09-02-2024	Yes	6	3	34
-	27-02-2024	Yes	5	3	17

Note:

(1) In terms of the Master Circular issued by SEBI bearing reference no. SEBI/HO/DDHS-PoD-2/P/CIR/2023/115 dated July 6, 2023, this information is filled in only for the current quarter meetings.



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IV. Meetings of Committees

A. Audit Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾
-	-	-	-	08-11-2023	-
-	-	-	-	12-12-2023	-
09-02-2024	Yes	4	3	-	58
27-02-2024	Yes	4	3	-	17

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

B. Nomination and Remuneration Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
-	-	-	-	12-12-2023	-
09-02-2024	Yes	3	3	-	58

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

C. Risk Management Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾
-	-	-	-	12-12-2023	-
09-02-2024	Yes	5	3	-	58

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.

D. Stakeholders' Relationship Committee

Date(s) of meeting of the Committee in the relevant quarter ⁽¹⁾	Whether requirement of Quorum met ⁽¹⁾	Number of Directors present ⁽¹⁾	Number of independent directors present ⁽¹⁾	Date(s) of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days ⁽¹⁾
09-02-2024	Yes	3	1	-	-

Note:

(1) In terms of the SEBI Master Circular bearing reference no.SEBI/HO/DDHS-PoD-2/P/CIR/2023/115, this information is filled in only for the current quarter meetings.



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V. Affirmations

Sr. No.	Affirmations	Compliance status (Yes/No/NA) [If status is "No", reasons for non-compliance to be explained]
1	The composition of Board of Directors is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
2	The composition of the following committees is in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014. (a) Audit Committee (b) Nomination and Remuneration Committee (c) Risk Management Committee (d) Stakeholders' Relationship Committee	Yes Yes Yes Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Infrastructure Investment Trusts) Regulations, 2014.	Yes
5	(a) This report has been placed before Board of Directors of the Investment Manager. Any comments/observations/ advice of the board of directors may be mentioned here.	No. This Report for the quarter ended March 31, 2024 shall be placed before the Board at its ensuing meeting. Further, any comments/ observations/ advice of the Board on this Report shall be mentioned in the Report for the quarter ended June 30, 2024.
	(b) The report submitted in the previous quarter has been placed before Board of Directors of the Investment Manager. Any comments/observations/ advice of the board of directors may be mentioned here.	Yes. The Report for the quarter ended December 31, 2023 was placed before the Board at its meeting held on February 9, 2024 and the Board had no observation/ comment/advice on the said Report.

Sr. No.	Item	Compliance status (Yes/No/NA)	If Yes provide link to website. If No / NA provide reasons
a	Details of business	Yes	www.pipelineinvit.com
b	Financial information including complete copy of the Annual Report including Balance Sheet, Profit and Loss Account, etc.	Yes	www.pipelineinvit.com/Annual_Financial_Report.html
c	Contact information of the designated officials of the company who are responsible for assisting and handling investor grievances	Yes	www.pipelineinvit.com/contact_us.html
d	Email ID for grievance redressal and other relevant details	Yes	www.pipelineinvit.com/contact_us.html
e	Information, report, notices, call letters, circulars, proceedings, etc. concerning units	Yes	https://www.pipelineinvit.com/Announcements.html
f	All information and reports including compliance reports filed by InvIT with respect to units	Yes	www.pipelineinvit.com/Announcements.html
g	All intimations and announcements made by InvIT to the stock exchanges	Yes	https://www.pipelineinvit.com/Announcements.html
h	All complaints including SCORES complaints received by the InvIT	Yes	https://www.pipelineinvit.com/Announcements.html
i	Any other information which may be relevant for the investors	Yes	https://www.pipelineinvit.com/Announcements.html

It is certified that these contents on the website of the InvIT are correct.



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VII. Annual Affirmations

Sr. No.	Affirmations	Regulation No.	Compliance status (Yes/No/NA)
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	2(1)(saa)	Yes
2	Board composition	4(2)(e)(v), 26G, 26H(1)	Yes
3	Meeting of board of directors	26G	Yes
4	Quorum of board meeting	26H(2)	Yes
5	Review of Compliance Reports	26H(3)	Yes
6	Plans for orderly succession for Appointments	26G	Yes
7	Code of Conduct	26G	Yes
8	Minimum Information	26H(4)	Yes
9	Compliance Certificate	26H(5)	Pursuant to the extension granted by SEBI to the Company, acting in its capacity as the Investment Manager, the compliances relating to corporate governance provisions have been made applicable to the Trust w.e.f. June 1, 2023. Accordingly, Compliance Certificate for FY2022-23 was not applicable. For the FY 2023-24, the same shall be placed before the Board of the Company at the time of approval of the annual audited financial information for the year ended March 31, 2024.
10	Risk Assessment & Management	26G	Yes
11	Performance Evaluation of Independent Directors	26G	Yes
12	Recommendation of Board	26H(6)	Yes
13	Composition of Audit Committee	26G	Yes
14	Meeting of Audit Committee	26G	Yes
15	Composition of Nomination & Remuneration Committee	26G	Yes
16	Quorum of Nomination and Remuneration Committee meeting	26G	Yes
17	Meeting of Nomination & Remuneration Committee	26G	Yes
18	Composition of Stakeholder Relationship Committee	26G	Yes
19	Meeting of Stakeholder Relationship Committee	26G	Yes
20	Composition and role of Risk Management Committee	26G	Yes
21	Meeting of Risk Management Committee	26G	Yes
22	Vigil Mechanism	26I	Yes
23	Approval for related party Transactions	19(3), 22(4)(a)	Yes
24	Disclosure of related party transactions	19(2)	Yes
25	Annual Secretarial Compliance Report	26I	N.A. for FY2022-23. For FY2023-24, the same shall be filed with the designated stock exchange within the prescribed timeline i.e. within 60 days from the end of the financial year.
26	Alternate Director to Independent Director	26G	Yes
27	Maximum Tenure of Independent Director	26G	Yes
28	Meeting of independent directors	26G	Yes
29	Familiarization of independent directors	26G	Yes
30	Declaration from Independent Director	26G	Yes
31	Directors and Officers insurance	26G	Yes
32	Memberships in Committees	26G	Yes
33	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management	26G	Yes
34	Policy with respect to Obligations of directors and senior management	26G	Yes

For India Infrastructure Trust

Brookfield India Infrastructure Manager Private Limited

(Acting in its capacity as the Investment Manager of India Infrastructure Trust)

Vikas Prakash
Company Secretary & Compliance Officer

